

Federal Serial No: OCS-G 12210
Effective Date: May 1, 1990
Lessor: United States of America
Original Lessee: BP Exploration Inc.
Covering: Block 201, Green Canyon, OCS Official Protraction Diagram, NG 15-3, containing 5,760.00 acres, more or less, insofar and only insofar as to the Northeast One-Quarter (NE/4), covering those depths from surface down to 17,000 feet true vertical depth subsea.

Davis Ownership: Operating Rights Ownership:

WI: 15.00%
NRI: 11.2125%

Lease Status: Held By Production

Condor Field

Federal Serial No: OCS-G 28077
Effective Date: July 1, 2006
Lessor: United States of America
Original Lessee: LLOG Exploration Offshore, Inc.
Covering: All of Block 448, Green Canyon, OCS Official Protraction Diagram, NG 15-03, containing 5,760.00 acres, more or less, covering all depths.

Davis Ownership: ORRI: 4.50%

Lease Status: Held by Production

Talon Prospects

Federal Serial No: OCS-G 31702
Effective Date: March 1, 2008
Lessor: United States of America
Original Lessee: Energy Partners, Ltd. (15%)
Stephens Production Company, LLC (15%)
Davis Offshore, L.P. (70%)

Covering: All of Block 198, Green Canyon, OCS Official Protraction Diagram, NG 15-03, containing 5,760.00 acres, more or less.

Davis Ownership: Record Title Ownership:
West & South Talon Prospects: Insofar and only insofar as to the West One-Half and the South One-Half of the Southeast One-Quarter (W/2, S/2 SE/4), covering all depths.

WI: 70.00%
 NRI: 56.23%
 *ORRI: 0.75%

Northeast (NE) "Talon Shallow" Prospect: Insofar and only insofar as to the Northeast One-Quarter and the North One-Half of the Southeast One-Quarter (NE/4, N/2 SE/4), Insofar and only insofar as to the surface to 23,000 feet subsea true vertical depth.

WI: 10.00%
 NRI: 8.033%

Northeast (NE) "Talon Deep": Insofar and only insofar as to the North One-Half of the Southeast One-Quarter (N/2 SE/4) below 23,000 feet subsea true vertical depth.

WI: 10.00%
 NRI: 8.033%

Operating Rights Ownership:

Northeast (NE) "Talon Deep": Insofar and only insofar as to the Northeast One-Quarter (NE/4) below 23,000 feet subsea true vertical depth.

WI: 7.00%
 NRI: 5.6233%

Lease Status: Expires - February 28, 2018
 Remarks: *The ORRI is held by Davis Offshore Partners LLC

Skyhawk Prospect

Federal Serial No: OCS-G 33700
 Effective Date: July 1, 2010
 Lessor: United States of America
 Original Lessee: Davis Offshore, L.P.
 Covering: All of Block 993, Viosca Knoll, OCS Official Protraction Diagram, NH 16-07, containing 5,760.00 acres, more or less, covering all depths.

Davis Ownership: ORRI: 3.20%

Lease Status: Expires - June 30, 2017

Simba Prospect

Federal Serial No: OCS-G 33834
 Effective Date: June 1, 2010
 Lessor: United States of America
 Original Lessee: Davis Offshore, L.P.

Covering: All of Block 296, Green Canyon, OCS Official Protraction Diagram, NG 15-03, containing 5,760.00 acres, more or less, covering all depths.

Davis Ownership: Record Title Ownership:

WI: 100.00%

NRI: 80.45%

Lease Status: Expires - May 31, 2017

Cutter Prospect

Federal Serial OCS-G 33246

No:

Effective July 1, 2009

Date:

Lessor: United States of America

Original ATP Oil & Gas Corporation

Lessee:

Covering: All of Block 344, Green Canyon, OCS Official Protraction Diagram, NG 15-03, containing 5,760.00 acres, more or less, covering all depths.

Davis Record Title Ownership:
Ownership:

WI: 26.6875%

NRI: 20.8829687%

Lease Status: Expires - June 30, 2019

Roan Prospect

Federal Serial OCS-G 32488

No:

Effective August 1, 2008

Date:

Lessor: United States of America

Original Davis Offshore, L.P.

Lessee:

Covering: All of Block 289, Green Canyon, OCS Official Protraction Diagram, NG 15-03, containing 5,760.00 acres, more or less.

Davis Record Title Ownership:
Ownership:

WI: 100.00%

NRI: 78.25%

*ORRI: 1.00%

Lease Status: Expires - July 31, 2018

Remarks: *The ORRI is held by Davis Offshore Partners LLC

Schedule 2.1(a)

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SCHEDULE 2.1(b)**SUBJECT WELLS**

Field Name	Well Name / No.	API No.	Status
Lorien	GC/199 001 ST02 BP00	60-811-40366-04	Producing
Lorien	GC/199 SS002 ST02 BP00	60-811-40441-02	Shut-In
J. Bellis	GC/157 001	60-811-40371	Producing
J. Bellis	GC/201 001 ST 2	60-811-40438-01	Producing
J. Bellis	GC/157 003 ST 1	60-811-40439-01	Producing
Condor	GC/448 001 ST02	60-811-40504-02	Producing

All other well penetrations and sidetracks in common with these wells which have been previously plugged and abandoned.

SCHEDULE 2.1(d)

SUBJECT UNITS

NONE

SCHEDULE 2.1(f)

EASEMENTS

Lorien Field (ROW's)

Federal Serial No. OCS-G 29172 (Segment 18725)
Effective Date: October 7, 2005
Lessor: United States of America
Lessee: Noble Energy Inc.
Covering: A 6 5/8 inch pipeline, 11.54 miles in length, to serve as a service line from a PLEM in Block 199, through Blocks 155, 154, 110, 109, to Platform A in Block 65, all located in Green Canyon Area.

Davis Ownership: 40%

Federal Serial No. OCS-G 26916 (Segment 15259)
Effective Date: October 7, 2005
Lessor: United States of America
Lessee: Noble Energy Inc.
Covering: A 6 5/8 inch bidirectional pipeline, Lorien 1) 60,786 feet in length (11.51 miles) to transport bulk oil from a pipeline end manifold (PLEM) located in Block 199, and will continue through Blocks 155, 154, 110, 109, to the "A" Platform in Block 65, all of which are located in Green Canyon Area.

Davis Ownership: 40%

SCHEDULE 2.2(b)

EXCLUDED CONTRACTS

<u>CLIPPER FIELD</u>					
<u>DAVIS CONTRACT #</u>	<u>AGREEMENT</u>	<u>PARTIES</u>	<u>DATE</u>	<u>RECORDING</u>	<u>DESC.</u>
GC-0806-0002	OGL - OCS G 22939	MURPHY EXPLORATION & PRODUCTION COMPANY	07/01/2001	BOOK 1951, PAGE 31	GC 300
LAN-0002K	FARMOUT AGREEMENT	MOBIL OIL EXPLORATION & PRODUCING SOUTHEAST INC AND SHELL GULF OF MEXICO INC TO PIONEER NATURAL RESOURCES USA, INC., DAVIS OFFSHORE, L.P. AND STEPHENS PRODUCTION COMPANY, LLC	01/15/2005	N/A	GC 299
LAN-0001R	FARMOUT AGREEMENT	MURPHY EXPLORATION & PRODUCTION COMPANY TO PIONEER NATURAL RESOURCES USA, INC., DAVIS OFFSHORE, L.P., AND STEPHENS PRODUCTION COMPANY, LLC.	01/15/2005	N/A	W/2 of GC 300
LAND-0001U	FARMOUT AGREEMENT	MURPHY EXPLORATION & PRODUCTION COMPANY TO PIONEER NATURAL RESOURCES USA, INC., DAVIS OFFSHORE, L.P., AND STEPHENS PRODUCTION COMPANY, LLC.	2/1/2006	N/A	E/2 of GC 300
LAN-0001Q	OFFSHORE OPERATING AGREEMENT, ANY AND ALL AMENDMENTS THERETO	PIONEER NATURAL RESOURCES USA, INC., DAVIS OFFSHORE, L.P. AND STEPHENS PRODUCTION COMPANY, LLC	9/17/2004	UCC FILE #29-998758 FILED ON 3/6/2006	GC 299/GC 300 (W/2)
LAN-0001Q	PARTICIPATION AGREEMENT, ANY AND ALL AMENDMENTS THERETO	PIONEER NATURAL RESOURCES USA, INC., DAVIS OFFSHORE, L.P. AND STEPHENS PRODUCTION COMPANY, LLC	9/17/2004	N/A	GC 299/GC 300

<u>CLIPPER FIELD</u>					
<u>DAVIS CONTRACT #</u>	<u>AGREEMENT</u>	<u>PARTIES</u>	<u>DATE</u>	<u>RECORDING</u>	<u>DESC.</u>
LAN-0001Q	AREA OF MUTUAL INTEREST AGREEMENT, ANY AND ALL AMENDMENTS THERETO	PIONEER NATURAL RESOURCES USA, INC., DAVIS OFFSHORE, L.P. AND STEPHENS PRODUCTION COMPANY, LLC	11/1/2005	N/A	GC 299, GC 343, GC 300, GC 344, GC 301, GC 345
LAN-0001Q	ALL NOTICES OF PLANNED DISCLOSURE	DAVIS OFFSHORE, L.P., STEPHENS PRODUCTION COMPANY LLC AND ATP OIL & GAS CORPORATION	10/5/2009	N/A	GC 299/GC 300
LAND-0001V	PRODUCTION HANDLING AGREEMENT, ANY AND ALL AMENDMENTS THERETO	MURPHY EXPLORATION & PRODUCTION COMPANY, ENI PETROLEUM US LLC, STATOIL GULF OF MEXICO LLC AND PIONEER NATURAL RESOURCES USA, INC., DAVIS OFFSHORE, L.P., AND STEPHENS PRODUCTION COMPANY, LLC.	12/19/2007	N/A	GC 299/GC 300
	PLAN OF DEVELOPMENT PROPOSED AND ACCEPTED BY ALL PARTIES	DAVIS OFFSHORE, L.P., STEPHENS PRODUCTION COMPANY LLC AND ATP OIL & GAS CORPORATION	1/7/2008	N/A	GC 299/GC 300 (W/2)
LAN-0001Z	PURCHASE AND SALE AGREEMENT	DAVIS OFFSHORE, L.P., STEPHENS PRODUCTION COMPANY LLC AND ATP OIL & GAS CORPORATION	5/30/2008	N/A	GC 299/GC 300
	SETTLEMENT AGREEMENT, MUTUAL RELEASE AND INDEMNITY	ATP OIL & GAS CORPORATION AND DAVIS OFFSHORE, L.P.	10/31/2011	N/A	GC 299/GC 300

SCHEDULE 3.1

WIRING INSTRUCTIONS

To Seller

At Closing, the Adjusted Purchase Price is to be paid to and on behalf of Seller, as follows:

\$ 30,000,000.00 Wire to: Bank of America, N.A.
ABA: 026009593
ACCT: 1292000883
Reference: Davis Petroleum

\$ 3,483,113.00 Wire to: Davis Petroleum Acquisition Corp. *(DPAC)
Bank of America
ABA: 026009593
ACCT: 004602290939
Tax ID: 06-1766065

**Any and all other payments to Seller pursuant to this agreement
will be wired to this DPAC account.*

\$ 33,483,113.00 Total Adjusted Purchase Price

To Buyer

Fieldwood Energy Offshore LLC

SCHEDULE 4.1(b)

NO CONFLICT OR VIOLATION

None

SCHEDULE 4.1(c)

ABSENCE OF CERTAIN CHANGES

None

SCHEDULE 4.1(d)

CONSENTS

None

SCHEDULE 4.1(e)

ACTIONS

None

SCHEDULE 4.1(f)
COMPLIANCE WITH LAWS

None

SCHEDULE 4.1(i)

APPLICABLE CONTRACTS

DAVIS CONTRACT #	AGREEMENT	PARTIES	DATE	RECORDING	DESCRIPTION
LORIEN FIELD, GREEN CANYON, BLOCK 199					
ROW-0805-0002	OCS G 29172 (Segment 18725)	NOBLE ENERGY, INC.	10/7/2005	Unrecorded	6 5/8" Pipeline 11.54 miles in length
ROW-0805-0003	OCS G 26916 (Segment 15259)	NOBLE ENERGY, INC.	10/7/2005	Unrecorded	6 5/8" Pipeline 11.54 miles in length
LAN-0002M	WELL DATA TRADE AND CONFIDENTIALITY AGREEMENT	NOBLE ENERGY, INC, STATOIL HYDRO USA E&P INC AND DAVIS OFFSHORE L.P. AND MARATHON OIL COMPANY	9/4/2008	Unrecorded	GC 199
GC-0805-A	PARTICIPATION AGREEMENT	CONOCOPHILLIPS COMPANY AND NOBLE ENERGY, INC AND DAVIS OFFSHORE, L.P.	3/7/2003	Unrecorded	GC 199
GC-0805-A	OVERRIDING ROYALTY INTERESTS	NOBLE ENERGY, INC. AND DAVIS OFFSHORE, L.P.	3/7/2003	Unrecorded	GC 199 OCS G 24160
GC-0805-A	AMENDMENT NUMBER ONE TO O/A DTD 03/07/03	CONOCOPHILLIPS COMPANY AND NOBLE ENERGY, INC AND DAVIS OFFSHORE, L.P. AND NORSE HYDRO E&P AMERICAS AS, INC.	5/23/2003	Unrecorded	GC 199 #1 WELL
GC-0805-A	SECOND AMENDMENT TO JOINT OPERATING AGREEMENT	NOBLE ENERGY, INC., NORSE HYDRO E&P AMERICAS AS, INC. AND DAVIS OFFSHORE, L.P.	3/1/2004	Unrecorded	GC 199
GC-0805-A	AMENDMENT OF THE SECOND AMENDMENT OF JOINT OPERATING AGREEMENT	NOBLE ENERGY, INC. AND HYDRO GULF OF MEXICO, L.L.C.	9/26/2007	Unrecorded	AMI TO JOA

GC-0805-A	LETTER AGREEMENT TO EXTEND ELECTION PERIOD UNDER AMI PROVISION	NOBLE ENERGY, INC. , STATOILHYDRO USA E&P, INC. AND DAVIS OFFSHORE, L.P.	4/2/2008	Unrecorded	GC 199
GC-0805-A	LETTER AGREEMENT TO EXTEND ELECTION PERIOD UNDER AMI PROVISION	NOBLE ENERGY, INC. , STATOILHYDRO USA E&P, INC. AND DAVIS OFFSHORE, L.P.	5/8/2008	Unrecorded	GC 199
GC-0805-A	ESTABLISHMENT OF THE LORIEN SHALLOW JOA AN DTHE LORIEN DEEP JOA	NOBLE ENERGY, INC. , STATOIL USA E&P, INC. AND DAVIS OFFSHORE, L.P.	1/1/2012	Unrecorded	GC 199
LAN-0001T	PRODUCTION HANDLING AGREEMENT	SHELL OFFSHORE INC., NOBLE ENERGY, INC., HYDRO GULF OF MEXICO, L.L.C., AND DAVIS OFFSHORE, L.P.	3/3/2005	Unrecorded	GC 199
LAN-0001T	AMENDMENT TO THE PRODUCTION HANDLING AGREEMENT FOR THE LORIEN AREA LOCATED ON GREEN CANYON BLOCK 199	SHELL OFFSHORE INC., NOBLE ENERGY, INC., HYDRO GULF OF MEXICO, L.L.C., AND DAVIS OFFSHORE, L.P.	12/6/2006	Unrecorded	Effective upon initial production of GC Blk 199 - Production and Fuel Measurement and Allocation
LAN-0001T	LETTER OF INTENT	DYNAMIC OFFSHORE RESOURCES, LLC AND NOBLE ENERGY, INC.	9/26/2012	Unrecorded	Dedicated Capacity at Bullwinkle Platform
J. BELLIS FIELD, GREEN CANYON, BLOCK 157 & NE/4 BLOCK 201					
GC-0802-C	PARTICIPATION AGREEMENT	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	12/12/2002	Unrecorded	GC 157

GC-0802-C	MEMORANDUM OF OPERATING AGREEMENT AND FINANCING STATEMENT	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	12/12/2002	Entry No. 55-1142265 Terrebonne Parish, La	GC 157
GC-0802-C	AMENDED MEMORANDUM OF OPERATING AGREEMENT AND FINANCING STATEMENT	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	12/12/2002	Conveyance Records Book 1865, Entry No. 1171844, Mortgage Book 1638, Entry 1171844 and UCC Entry 55 1171844 Terrebonne Parish, La	Filed 3/17/2003 Amends and Replaces UCC Entry #55-1142265
GC-0802-C	LETTER AGREEMENT	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	3/6/2009	Unrecorded	OCS G 24154
GC-0802-C	LETTER AGREEMENT	DAVIS OFFSHORE, L.P. AND LLOG EXPLORATION OFFSHORE, INC.	2/17/2009	Unrecorded	GC 201 - OCS G 12210
GC-0802-C	MORTGAGES - UCC-1 - MEMORANDUM OF OPERATING AGREEMENT AND FINANCING STATEMENT	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	12/12/2002	Mortgage Book 2201, Page 579	OCS G 24154 and OCS G 12210
GC-0802-C	UCC - 1	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.		File #55-1434772	Filed 8/16/13

GC-0802-C	UCC - 1	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.		File #55- 1328132	Filed 7/27/2009
GC-0802-C	UCC - 1	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.		File #55- 1331665	Filed 2/13/2004 Restated Collateral Description
GC-0802-C	UCC - 1	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.		File #55- 1142696	Filed on 03/21/2003
GC-0802-C	UCC - 1	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.		Mortgage Book 2215/Page 126 File #1331665; Conveyance Records: Book 2167/Page 593 File #1331665 UCC 55- 1331665	Filed on 09/16/2009 - Restate Collateral Description
GC-0802-D	PRODUCTION HANDLING AGREEMENT	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	5/26/2004	Unrecorded	GC 157
GC-0802-D	TERM SHEET PRODUCTION HANDLING SERVICES FOR GC 157 AT GC 158 "A" (BRUTUS) TLP	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	5/26/2004	Unrecorded	GC 157
GC-0802-D	LETTER AGREEMENT TO PRODUCTION HANDLING AGREEMENT	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	11/4/2004	Unrecorded	GC 157

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GC-0802-D	UTILIZATION AND BOARDING AGREEMENT FOR LLOG CONTRACTORS	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC.	2/15/2005	Unrecorded	Shell GC 158 Exploration and Production Facility
GC-0802-D	AMENDMENT TO PRODUCTION HANDLING AGREEMENT	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	6/27/2005	Unrecorded	GC 157
GC-0802-D	FORCE MAJEURE NOTICE RELATED TO HURRICAN KATRINA	SHELL OFFSHORE INC AND DAVIS OFFSHORE, L.P.	9/12/2005	Unrecorded	GC 157
GC-0802-D	AMENDMENT TO PRODUCTION HANDLING AGREEMENT	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	2/6/2006	Unrecorded	GC 157
GC-0802-D	LETTER AGREEMENT TO AMEND PRODUCTION HANDLING AGREEMENT	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	1/30/2008	Unrecorded	GC 157
GC-0802-D	NOTIFICAITON OF DEDICATED CAPAPICTY FROM LLOG	SHELL OFFSHORE INC AND LLOG EXPLORAITON OFFSHORE, INC.	8/12/2010	Unrecorded	Request to approve reduction in Dedicated Capacity
GC-0802-D	LETTER AGREEMENT	SHELL OFFSHORE INC., LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	11/5/2010	Unrecorded	Updated PSM with retroactive correction to allocations back to 12/2007
GC-0802-D	AGREEMENT FOR GREENHOUSE GAS REPORTING AT THE BRUTUS FACILITY	SHELL OFFSHORE INC, NEWFIELD EXPLORATION COMPANY, LLOG EXPLORATION OFFSHORE	1/24/2011	Unrecorded	Greenhouse reporting for Brutus Facility, Glider and J. Bellis

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		INC, DAVIS OFFSHORE., L.P., AND LLOG ENERGY L.L.C.			
GC-0802-D	NOTIFICATION OF DEDICATED CAPACITY FROM LLOG	SHELL OFFSHORE INC AND LLOG EXPLORATION OFFSHORE, INC.	5/31/2011	Unrecorded	Request to approve reduction in Dedicated Capacity
GC-0802-D	TOLLING AGREEMENT	SHELL OFFSHORE, INC., LLOG EXPLORATION OFFSHORE, L.L.C., LLOG ENERGY, L.L.C. AND DAVIS OFFSHORE, L.P.	11/11/2011	Unrecorded	Production from J. Bellis since 02/2009
GC-0802-D	RE-ALLOCATION OF LIQUID HYDROCARBONS FROM J BELLIS AT BRUTUS TLP	SHELL OFFSHORE, INC., LLOG EXPLORATION OFFSHORE, L.L.C., LLOG ENERGY, L.L.C. AND DAVIS OFFSHORE, L.P.	6/28/2012	Unrecorded	GC 157
GC-0802-D	EXTENSION OF TOLLING AGREEMENT	SHELL OFFSHORE, INC., LLOG EXPLORATION OFFSHORE, L.L.C., LLOG ENERGY, L.L.C. AND DAVIS OFFSHORE, L.P.	6/30/2012	Unrecorded	GC 157
GC-0802-D	SECOND EXTENSION OF TOLLING AGREEMENT	SHELL OFFSHORE, INC., LLOG EXPLORATION OFFSHORE, L.L.C., LLOG ENERGY, L.L.C. AND DAVIS OFFSHORE, L.P.	9/30/2012	Unrecorded	GC 157
GC-0802-D	LETTER AGREEMENT	SHELL OFFSHORE, INC., LLOG EXPLORATION OFFSHORE, L.L.C., LLOG ENERGY, L.L.C. AND DAVIS OFFSHORE, L.P.	10/31/2012	Unrecorded	Reallocation of Liquid Hydrocarbons from J. Bellis at Brutus TLP

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GC-0802-D	LETTER AGREEMENT	SHELL OFFSHORE, INC., LLOG EXPLORATION OFFSHORE, L.L.C., LLOG ENERGY, L.L.C. AND DAVIS OFFSHORE, L.P.	2/6/2013	Unrecorded	System Upgrade
GC-0802-D	LETTER AGREEMENT	SHELL OFFSHORE, INC., LLOG EXPLORATION OFFSHORE, L.L.C., LLOG ENERGY, L.L.C. AND DAVIS OFFSHORE, L.P.	1/30/2014	Unrecorded	Reallocation Settlement Agreement Liquid Hydrocarbons GC 157
GC-0802-B	BIDDING AGREEMENT	DAVIS OFFSHORE, L.P. AND LLOG EXPLORATION OFFSHORE, INC.	3/15/2002	Unrecorded	Scope of Agreement and Participation
GC-0802-E	FARMOUT AGREEMENT	MARATHON OIL COMPANY, LLOG EXPLORATION OFFSHORE, INC AND DAVIS OFFSHORE, L.P.	10/1/2008	Unrecorded	FARMOUT OF NE/4 OF GC 201
GC-0802-E	ASSIGNMENT AND CONVEYANCE OF ORRI	LLOG EXPLORATION OFFSHORE INC AND DAVIS OFFSHORE, L.P. TO SHELL OFFSHORE INC AND MARATHON OIL COMPANY	10/1/2008		6.5% ORRI IN FIRST 1MM BOE TO INCREASE TO 9.75% ORRI ON ALL PRODUCTION ABOVE 1MM BOE
GC-0802-E	LETTER AGREEMENT	DAVIS OFFSHORE, L.P. AND LLOG EXPLORATION OFFSHORE, INC.	2/17/2009	Unrecorded	NOTICE OF TAKING IN KIND BY DAVIS
ROAN PROSPECT, GREEN CANYON, BLOCK 289					
GC-1111-01	LEASE SALE 206	US DEPARTMENT OF INTERIOR			Leasing Activity Information

SKYHAWK PROSPECT, VIOSCA KNOLL, BLOCK 993					
VK-1117-0001	LEASE SALE 213	US DEPARTMENT OF INTERIOR			Leasing Activity Information
SIMBA PROSPECT, GREEN CANYON, BLOCK 296					
GC-1116-0001	LEASE SALE 213	US DEPARTMENT OF INTERIOR			Leasing Activity Information
CONDOR FIELD, GREEN CANYON, BLOCK 448					
GC-0808-A	LEASE PURCHASE AGREEMENT	LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, L.P.	3/9/2006	Unrecorded	GC 448
TALON PROSPECTS, GREEN CANYON, BLOCK 198 [including Talon (NE) Shallow; Talon (NE) Deep and Talon (W & S)]					
LAN-0002-N	OPERATING AGREEMENT	NOBLE ENERGY, INC., STATOILHYDRO USA E&P INC, STEPHENS PRODUCTION COMPANY AND DAVIS OFFSHORE, L.P.	3/7/2003	Unrecorded	GC 198
LAN-0002-N	LETTER AGREEMENT	DAVIS OFFSHORE, L.P., NOBLE ENERGY, INC. AND STATOILHYDRO USA E&P INC.	3/12/2009	Unrecorded	GC 198
LAN-0002-N	AMI ELECTION TO ACQUIRE A 42% RTI IN NE/4 BLK 198	NOBLE ENERGY INC AND DAVIS OFFSHORE LP	5/30/2008	Unrecorded	NE/4 198
LAN-0002-N	RATIFICATION AND JOINDER OF THE TALON OPERATING AGREEMENT	DAVIS OFFSHORE, L.P., STEPHENS PRODUCTION COMPANY, LLC, ENERGY PARTNERS, LTD, NOBLE ENERGY INC., AND STATOILHYDRO USA E&P INC	9/15/2009	Unrecorded	NE/4 GC 198

LAN-0002-N	NON-BINDING LETTER OF INTENT	SHELL OFFSHORE, INC. DAVIS OFFSHORE, L.P., STEPHENS PRODUCTION COMPANY, LLC, ENERGY PARTNERS, LTD, NOBLE ENERGY INC., AND STATOILHYDRO USA E&P INC	11/19/2008	Unrecorded	NE/4 GC 198, depths above 3 22,000 SSTVD
LAN-0002-N	LETTER OF UNDERSTANDING	NOBLE ENERGY, INC., STEPHENS PRODUCTION COMPANY, ENERGY PARTNERS, LTD. AND DAVIS OFFSHORE, L.P.	12/11/2008	Unrecorded	NE/4 GC 198
LAN-0002-N	NOTICE OF PROPOSED TRANSFER OF INTEREST	NOBLE ENERGY, INC., STEPHENS PRODUCTION COMPANY AND DAVIS OFFSHORE, L.P. AND ENERGY PARTNERS LTD	4/2/2012	Unrecorded	NE/4 GC 198
LAN-0002-N	LETTER AGREEMENT	DYNAMIC OFFSHORE RESOURCES AND NOBLE ENERGY INC	9/26/2012	Unrecorded	Utilization of Bullwinkle Platform for Talon Prospect
LAN-0002-N	ESTABLISHMENT OF TALON SHALLOW JOA AND TALON DEEP JOA	NOBLE ENERGY INC., STATOIL USA E&P INC, ENERGY PARTNERS LTD., CALYPSO EXPLORATION, LLC AND DAVIS OFFSHORE, L.P.	1/1/2012	Unrecorded	Supercedes and replaces Talon Shallow JOA and Talon Deep JOA dtd 04/01/2012

LAN-0002-N	FIRST AMENDMENT TO THE TALON SHALLOW JOA	NOBLE ENERGY INC., STATOIL USA E&P INC, ENERGY PARTNERS LTD., CALYPSO EXPLORATION, LLC AND DAVIS OFFSHORE, L.P.	7/1/2012	Unrecorded	EXHIBIT "A" OF THE TALON SHALLOW JOA
LAN-0002-N	ESTABLISHMENT OF TALON SHALLOW JOA AND TALON DEEP JOA	NOBLE ENERGY INC., STATOIL USA E&P INC, ENERGY PARTNERS LTD., CALYPSO EXPLORATION, LLC AND DAVIS OFFSHORE, L.P.	4/1/2012	Unrecorded	SUPERCEDED BY JOA DTD 01/01/2012
LAN-0002-N	LETTER AGREEMENT	NOBLE ENERGY INC, STATOIL, USA E&P INC., ENERGY PARTNERS LTD., CALYPSO EXPLORATION LLC AND DAVIS OFFSHORE, L.P.	6/29/2012	Unrecorded	Establishment of the Talon Shallow JOA and Talon Deep JOA Exhibit "A" Substitution page
LAN-0002-N	LEASE PURCHASE AGREEMENT	DAVIS OFFSHORE, L.P. AND LLOG EXPLORATION OFFSHORE, INC.	3/9/2006	Unrecorded	Data Secrecy Agreement
LAN-0002-L	LETTER AGREEMENT	DAVIS OFFSHORE, L.P. AND NOBLE ENERGY, INC.	9/29/2008	Unrecorded	PSDM Gather Set
LAN-0002-G	BIDDING AGREEMENT	DAVIS OFFSHORE, L.P., STEPHENS PRODUCTION COMPANY, LLC, ENERGY PARTNERS, LTD	9/1/2007	Unrecorded	GC 198
GC-1109-0001	THIRD PARTY INDEMNITY AGREEMENT	NOBLE ENERGY INC AND MINERALS MANAGEMENT SERVICE f/b/o UNITED	2/3/2009	Unrecorded	NOBLE ENERGY INC PERFORMANCE BOND

		STATES DEPARTMENT OF THE INTERIOR			
GC-1109-0001	LETTER OF UNDERSTANDING	NOBLE ENERGY INC, DAVIS OFFSHORE, L.P., ENERGY PARTNERS, LTD AND STEPHENS PRODUCTION COMPANY, LLC	2/2/2009	Unrecorded	NE/4 GC 198
GC-1109-0001	OPERATORSHIP AGREEMENT	NOBLE ENERGY INC., DAVIS OFFSHORE, L.P., ENERGY PARTNERS, LTDE AND STEPHENS PRODCUTION COMPANY, LLC	10/22/2008	Unrecorded	NE/4 GC 198
GC-1109-0001	LETTER AGREEMENT TO EXTEND ELECTION PERIOD UNDER AMI PROVISION	NOBLE ENERGY INC , DAVIS OFFSHORE, L.P. AND STATOILHYDRO USA E&P INC	4/2/2008	Unrecorded	GC 198
GC-1109-0001	LETTER AGREEMENT TO EXTEND ELECTION PERIOD UNDER AMI PROVISION	NOBLE ENERGY INC , DAVIS OFFSHORE, L.P. AND STATOILHYDRO USA E&P INC	5/8/2008	Unrecorded	GC 198
CUTTER PROSPECT, GREEN CANYON, BLOCK 344					
LAN-0001-Q	AREA OF MUTUAL INTEREST AGREEMENT	PIONEER NTAURAL RESOURCES USA INC, DAVIS OFFSHORE, L.P. AND STEPHENS PRODUCTION COMPANY, LLC.	11/1/2005	Book 1773/Page 755	GC 344
LAN-0001-Q	AMENDMENT AND RATIFICATION OF AREA OF MUTUAL INTEREST AGREEMENT	PIONEER NTAURAL RESOURCES USA INC, DAVIS OFFSHORE, L.P. AND STEPHENS PRODUCTION	5/30/2008	Book 1773/Page 751	GC 344

		COMPANY, LLC.			
	PROPOSED (UNEXECUTED) MEMORANDUM OF OPERATING AGREEMENT AND FINANCING STATEMENT	BENNU OIL & GAS, LLC, DAVIS OFFSHORE, L.P. AND CALYPSO EXPLORATION LLC	7/1/2009		GC 344
MARKETING & PRODUCTION HANDLING AGREEMENTS (LORIEN & J. BELLIS)					
<u>PURCHASER CONTRACT#</u>	<u>AGREEMENT</u>	<u>PARTIES</u>	<u>DATE</u>	<u>RECORDING</u>	<u>DESCRIPTION</u>
	TERM SHEET PRODUCTION HANDLING SERVICES FOR GC BLK 157 ("J BELLIS") PRODUCTION AT GC 158 "A" ("BRUTUS") TLP	SHELL OFFSHORE INC, LLOG EXPLORATION OFFSHORE, INC. AND DAVIS OFFSHORE, LP	5/26/2004	Unrecorded	GC Block 157
NAESB	BASE CONTRACT FOR SALE AND PURCHASE OF NATURAL GAS	DAVIS OFFSHORE LP AND ENTERPRISE PRODUCTS OPERATING L.P.	4/21/2005	Unrecorded	Gas Purchase and Sale Transaction
DAG05(TP)0001	TERM TO EVERGREEN PURCHASE CONTRACT	DAVIS OFFSHORE LP AND ENTERPRISE PRODUCTS OPERATING L.P.	4/25/2005	Unrecorded	Enterprise to purchase Davis' Neptune Gas Plant Y Grade production
	GAS PROCESSING AGREEMENT, THE NEPTUNE GAS PROCESSING PLANT, ST. MARY PARISH, LOUISIANA	DAVIS OFFSHORE LP AND ENTERPRISE GAS PROCESSING LLC	5/1/2005	Unrecorded	Exhibit A - GC 157 Citrine/J.Bellis wells.
DEA033797	OIL PURCHASE AGREEMENT	SHELL TRADING (US) COMPANY AND DAVIS OFFSHORE LP	5/1/2005	Unrecorded	Shell Trading Contract No. DEA033797

109180	FIRM GAS GATHERING AGREEMENT	DAVIS OFFSHORE LP AND MANTA RAY OFFSHORE GATHERING COMPANY LLC	6/1/2005	Unrecorded	Contract No. 109180 GC 157
109180	MEMORANDUM OF AGREEMENT RECORDABLE AGREEMENT	DAVIS OFFSHORE LP AND MANTA RAY OFFSHORE GATHERING COMPANY LLC	6/1/2005	Unrecorded	Contract No. 109180 GC 157
109180-IIWA	INTERACTIVE INTERNET WEBSITE AGREEMENT	MANTA RAY OFFSHORE GATHERING COMPANY LLC AND DAVIS OFFSHORE LP	6/1/2005	Unrecorded	Contract No. 109180-IIWA
109180-AUTH	AUTHORIZATION AGREEMENT	DAVIS OFFSHORE LP, ENTERPRISE PRODUCTS OPERATING LP AND MANTA RAY OFFSHORE GATHERING COMPANY LLC	6/1/2005	Unrecorded	Contract No. 109180-AUTH
	FIRM GAS GATHERING AGREEMENT	NEMO GATHERING COMPANY LLC AND DAVIS OFFSHORE, LP	6/1/2005	Unrecorded	GC Block 157
	AMENDATORY PROCESSING AGREEMENT	DAVIS OFFSHORE LP AND ENTERPRISE GAS PROCESSING LLC	2/1/2006	Unrecorded	Amendment to the Neptune Gas Processing Agmt 05/01/2005 - Exhibit A Amended to add GC 199, Lorien GC 199 as committed Lands/Leases
109180-AMD	FIRST AMENDMENT TO FIRM GAS GATHERING AGREEMENT	DAVIS OFFSHORE LP AND MANTA RAY OFFSHORE GATHERING COMPANY LLC	3/1/2006	Unrecorded	Contract No. 109180-AMD Adding GC Block 199
GC 3824-001	BAYOU BLACK CONDENSATE ELECTION AGREEMENT	WFS - LIQUIDS COMPANY ("WILLIAMS") AND DAVIS OFFSHORE, LP	5/1/2006	Unrecorded	Contract No. GC 3824-001

GC 3824	BAYOU BLACK TERMINAL - TERMINALLING AGREEMENT	WFS - LIQUIDS COMPANY ("WILLIAMS") AND DAVIS OFFSHORE, LP	5/1/2006	Unrecorded	Contract No. GC 3824
#L815 (EGPLLC)	PRODUCTS PURCHASE AGREEMENT FOR DAVIS OFFSHORE LP VOLUMES CALUMET GAS PROCESSING PLANT - ST. MARY PARISH, LOUISIANA	DAVIS OFFSHORE LP AND ENTERPRISE GAS PROCESSING LLC	3/1/2007	Unrecorded	ANR Meter Number 512544; Station 1000970; Block Description: SS 207/Manta Ray Pipeline; Contract #L815 Bellis and Lorien wells
#L928 (EGPLLC)	GAS PROCESSING, FRACTIONATION & PRODUCT PURCHASE AGREEMENT (TRANSCO AND/OR GULF SOUTH) NORTH TERREBONNE GAS PROCESSING PLANT, TEBONE FRACTIONATION PLANT	DAVIS OFFSHORE LP AND ENTERPRISE GAS PROCESSING LLC	4/1/2008	Unrecorded	Gas flowing from Manta Ray Pipeline via the Ship Shoal 332 interconnect to Transco (meter numbers 2750BT-02 and 2750LO- 01. Contract #L928
	OIL PURCHASE AGREEMENT	MARATHON OIL COMPANY AND POSEIDON OIL PIPELINE COMPANY, L.L.C.	11/21/2008	Unrecorded	NE/4 Block 201 surface down to 17,000' tvd subsea only
9050904	NAME CHANGE	TRANSCONTINENTAL GAS PIPELINE CORPORATION TO TRANSCONTINENTAL GAS PIPE LINE COMPANY, LLC	12/31/2008	Unrecorded	Contract No. 9050904 effective 02/22/2007
	ROYALTY IN KIND PROGRAM	MINERALS MANAGEMENT SERVICE AND LLOG EXPLORATION CO LLC	1/29/2009	Unrecorded	GC Block 201

	DESIGNATION OF MARKETING AGENT	POSEIDON OIL PIPELINE COMPANY LLC AND DAVIS OFFSHORE, LP	3/6/2009	Unrecorded	GC Block 201
#L1217 (EGPLLC)	LIQUID HYDROCARBON STABILIZATION AGREEMENT	DAVIS OFFSHORE LP AND ENTERPRISE GAS PROCESSING LLC	2/1/2011	Unrecorded	Neptune Plant Stabilizer Unit with attached Measurement and Allocation for Manta Ray / Nautilus System Agreement dated 01/01/2005 described as Exhibit "C"
26 0517 000	INJECTED AND RETROGRADE CONDENSATE TRANSPORTATION AND BTU REDUCTION MAKE-UP AGREEMENT - SOUTHEAST LATERAL (BAYOU BLACK PLANT)	DAVIS OFFSHORE, LP TRANSCONTINENTAL GAS PIPE LINE COMPANY LLC	1/1/2012	Unrecorded	Transco Agreement No. 26 0517 000 - Lorien wells
13 0231 000	AMENDMENT TO INJECTED AND RETROGRADE CONDENSATE TRANSPORTATION AND BTU REDUCTION MAKE-UP AGREEMENT - SOUTHEAST LATERAL		1/1/2012	Unrecorded	Transco Agreement No. 13 0231 000
C230LP0001 (DEA033797)	OIL PURCHASE AGREEMENT	SHELL TRADING (US) COMPANY AND DAVIS PETROLEUM OFFSHORE LP	3/1/2012	Unrecorded	Shell Trading Contract Ref No. C230LP0001 formerly DEA033797 - Amendment No. 003

#L1426 (EGPLLC)	SECOND AMENDMENT TO GAS PROCESSING, FRACTIONATION & PRODUCT PURCHASE AGREEMENT	DAVIS OFFSHORE LP AND ENTERPRISE GAS PROCESSING LLC	5/1/2012	Unrecorded	North Terrebonne Gas Plant 1) All of Plat Supplier's production interest in the Lorien Field (GC 199) via Manta Ray Pipeline via Ship Shoal 332, Transco meter #2750LO-04 2) All of Plant Supplier's working interest in gas flowing from the Manta Ray Pipeline via the Ship Shoal 332 interconnect to Transco (meter #2750BT- 02 (Brutus) and 2750LO-01 (Lorien/Angus).
109180	SECOND AMENDMENT TO FIRM GAS GATHERING AGREEMENT	DAVIS OFFSHORE LP AND MANTA RAY OFFSHORE GATHERING COMPANY LLC	7/25/2012	Unrecorded	Contract No. 109180 - GC 199 updated Davis interest
	CONSENT TO ASSIGN OF GAS PROCESSING AGREEMENT, NEPTUNE CRYOGENIC GAS PROCESSING PLANT, ST. MARY PARISH, LA	MARATHON OIL COMPANY AND DAVIS OFFSHORE, LP	1/3/2013	Unrecorded	Marathon Oil Company and Samchully Midstream 1 LLC entered into a PSA of Marathon's interest in Plant.

SCHEDULE 4.1(j)
COMPLIANCE WITH CONTRACTS

None

SCHEDULE 4.1(k)
CONTESTED TAXES

None

SCHEDULE 4.1(l)

PREFERENTIAL RIGHTS AND TRANSFER REQUIREMENTS

None

SCHEDULE 4.1(m)**TITLE****Encumbrances**

1. The Lessor's royalty reserved pursuant to the Subject Leases.
2. All third party overriding royalty interests of record and burdening the Subject Leases, resulting in Davis Offshore's Net Revenue Interests (NRI) and/or overriding royalty interests (ORRI) being as set forth below.

Title

Field / Prospect Name	Well Name / No. / Desc.	WI	NRI
Lorien	GC/199 001 ST00 BP00	40.0000%	34.7000%
Lorien	GC/199 001 ST00 BP01	40.0000%	34.7000%
Lorien	GC/199 001 ST00 BP02	40.0000%	34.7000%
Lorien	GC/199 001 ST01 BP00	40.0000%	34.7000%
Lorien	GC/199 001 ST02 BP00	40.0000%	34.7000%
Lorien	GC/199 SS002 ST00 BP00	40.0000%	34.7000%
Lorien	GC/199 SS002 ST01 BP00	40.0000%	34.7000%
Lorien	GC/199 SS002 ST02 BP00	40.0000%	34.7000%
J. Bellis	GC/157 001	15.0000%	12.6750%
J. Bellis	GC/201 001 ST 2	15.0000%	11.2125%
J. Bellis	GC/157 003 ST 1	15.0000%	12.6750%
Condor	GC/448 001 ST02	0.0000%	4.5000% (ORRI)
Talon (West & South)	GC/198 Insofar as (W/2 and S/2 SE/4), all depths	70.0000%	56.2333% Plus *0.75% (ORRI)
Talon (NE) Shallow	GC/198 Insofar as (NE/4 and N/2 SE/4), Insofar as surface to 23,000 feet subsea TVD	10.0000%	8.0333%
Talon (NE) Deep	GC/198 Insofar as (N/2 SE/4), Insofar as below 23,000 feet subsea TVD	10.0000%	8.0333%
Talon (NE) Deep	GC/198 Insofar as (NE/4), Insofar as below 23,000 feet subsea TVD	7.0000%	5.6233%
Skyhawk	VK/993, all depths	0.0000%	3.2000% (ORRI)
Simba	GC/296, all depths	100.0000%	80.4500%
Cutter	GC/344, all depths	26.6875%	20.8829%
Roan	GC/289, all depths	100.0000%	78.2500% Plus *1.0000% (ORRI)

*The ORRI in Talon (West & South) & Roan Prospects are owned by **Davis Offshore Partners LLC**

SCHEDULE 4.1(n)
SUSPENSE FUNDS

None

SCHEDULE 4.1(o)

IMBALANCES

None

SCHEDULE 4.1(p)
PRODUCTION CALLS

None

SCHEDULE 4.1(q)
OUTSTANDING CAPITAL

None

SCHEDULE 4.1(r)

BONDS

- I. Bond No. RLB0002985 (Form MMS-2028) - Outer Continental Shelf Mineral Lessee's and Operator's Bond and Act of Suretyship from RLI Insurance Company (Surety) for Davis Offshore, L.P. (Principal) executed on March 13, 2001, in the amount of \$300,000.

SCHEDULE 4.1(s)
ENVIRONMENTAL MATTERS

None

SCHEDULE 4.1(v)

IDLE IRON COMMUNICATIONS / OBLIGATIONS OUTSTANDING

From: "Kavanaugh, Casey" <casey.kavanaugh@bsee.gov>
To: <cwebb@nobleenergyinc.com>
Date: 01/31/2014 01:34 PM
Subject: EXTERNAL: Noble's 2014 Idle Iron List

Dear Mr. Webb,

This e-mail is being sent to you on an annual basis to inform you about the most up-to-date wells and structures on your company's idle iron list. Attached is a list of all your expired/idle wells that still need required action per 30 CFR 250.1715(a), 250.1710, 250.1703(c) and 250.1711(b).

BSEE requests that you submit the attached form outlining how you will meet your abandonment obligations by February 21, 2014. This form should include the estimated date for submitting the abandonment permit, an estimated date for commencing the abandonment work and an estimated date for completing the abandonment work for each individual well and platform. Also, please add to this list any other wells and structures that you plan on abandoning within the year that is not included on the attached lists. It would be helpful, when filling out the forms, to send back in the same format that it was sent and all the additional wells/structures be added under a different tab or attachment.

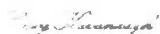
If you feel that a well does have some future utility or is capable of producing oil, gas, or sulphur in paying quantities, then you must include the following:

1. Detailed discussion of the well's usefulness along with supporting documentation.
2. Log section identifying the zone(s) to be produced.
3. Recoverable reserve estimate.
4. Reservoir parameters (e.g., porosity, ac-ft, water saturation, formation volume factor, etc.) including recovery factor.
5. List of all wells penetrating the reservoir.
6. Structure map showing penetration points and depths for each well penetrating the reservoir, fluid contacts and reservoir boundaries.
7. Isopach map showing the net feet of pay for each well, identified at the penetration point.
8. Any well test information acquired.
9. Detailed economic analysis.
10. A schedule of the well work.
11. An estimated date of resuming production.

Submitting this form can act as your company's revised annual idle iron plan. BSEE will review the details of your plan and make a determination if the plan is acceptable. If the plan is acceptable, two separate approval letters should be expected. One for the abandonment schedule and another for future utility will be granted under two separate approvals. If there are elements of the plan that are deemed unacceptable, then a meeting will be scheduled with the appropriate BSEE offices to address the concerns.

Please address any questions on the content of this e-mail to Mrs. Casey Kavanaugh with the BSEE, GOMR at the contact number below or by e-mail at casey.kavanaugh@bsee.gov.

Thanks,



Workover Coordinator
District Operations Support Section
GOMR Regional Office

(504) 736-2701 (See attached file: Noble Energy, Inc.(02287)-Wells-140108.xls)

[illegible]

Figure 1

SCHEDULE 4.1(w)

PAYMENTS

None

SCHEDULE 4.1(y)

Davis Offshore - Partnership Interests

<u>ISSUER: DAVIS OFFSHORE L.P.</u>	
<u>PARTNER</u>	<u>PARTNERSHIP INTEREST HELD</u>
DAVIS PETROLEUM ACQUISITION CORP., limited partner	99% interest as a limited partner
DAVIS OFFSHORE PARTNERS LLC, general partner	1 % interest as a general partner

SCHEDULE 4.1(cc)
FINANCIAL INFORMATION OF DAVIS OFFSHORE

Davis Offshore Partners, LLC
Davis Offshore, L.P.
Consolidated Balance Sheet

(\$ in thousands)

Ending Period:	May 31, 2014	June 30, 2014
ASSETS		
Current:		
Cash and cash equivalents	\$ (209)	\$ (217)
Accounts receivable, net	2,290	2,058
Intercompany	98,873	100,286
Other current assets	-	-
	<u>100,954</u>	<u>102,127</u>
Property, plant, and equipment:		
Oil and gas properties (full cost method)		
Proved properties	188,299	188,360
Unproved properties and properties under development, not being amortized	8,605	8,638
Other	209	209
Less: Accumulated depreciation, depletion, and amortization	<u>(8,426)</u>	<u>(8,997)</u>
Total property, plant, and equipment, net	188,687	188,210
Other assets	-	-
TOTAL ASSETS	<u>\$ 289,641</u>	<u>\$ 290,337</u>
LIABILITIES		
Current:		
Accounts payable and accrued expenses	\$ (739)	\$ (810)
Oil and gas revenues and royalties payable	<u>(2,229)</u>	<u>(2,283)</u>
	<u>(2,968)</u>	<u>(3,093)</u>
Long-term debt	-	-
Asset retirement obligations	(20,622)	(20,701)
Other liabilities	-	-
STOCKHOLDERS' EQUITY		
Common stock, par value \$0.01 per share	-	-
Paid-in capital	(93,020)	(93,024)
Retained earnings (accumulated deficit)	(170,600)	(170,640)
YTD Income (Loss)	<u>(2,431)</u>	<u>(2,879)</u>
Total Stockholders' Equity	<u>(266,051)</u>	<u>(266,543)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ (289,641)</u>	<u>\$ (290,337)</u>

Accounts Payable

Trade Payables

47,562 Includes \$59,820 related to
Clipper to be retained by DPAC

Accrued LOE

704,818

Other Accrued Liabilities

57,375 Accrued bonus to be retained by
DPAC

809,755

Accounts Receivable

Joint Interest Receivable

24,073 (A)

Purchaser Receivable

(243,430) (B)

Accrued Revenue Receivable

2,491,899

A/R Clearing

138,107

Cash Clearing

(354,632)

2,056,017

(A) Joint Interest Receivable Aging

	Balance	Current	1-30	31-60	61-90	Over 90
Energy Partners, LTD	16,416	-	-	-	-	16,416
Calypso Exploration	7,657	7,657	-	-	-	-
	<u>24,073</u>	<u>7,657</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16,416</u>

(B) Purchaser Receivable

	Balance	Current	1 Month Old	2 Months Old	3 Months Old	4+ Months Old
Transcontinental Gas Ppl. Cor	1,697	-	-	-	-	1,697
Williams Field Services	45	-	-	-	-	45
John Bellis	21,066	-	-	-	-	21,066
Ilog Exploration offshore Inc	(287,545)	(7,915)	(23,686)	(9,693)	2	(246,253)
Noble Energy Inc.	6,825	-	-	-	(7,742)	14,567
Nemo Gathering Company LLC	2,640	70	-	-	-	2,571
Manta Ray offshore Gathering	64,525	(1,177)	-	(6,773)	(6,046)	78,521
Enterprise Gas Processing LLC	311,418	-	-	-	-	311,418
Davis Offshore LP	(364,098)	-	-	-	-	(364,098)
Deep Gulf Energy LP	(3)	-	-	-	-	(3)
	<u>(243,430)</u>	<u>(9,022)</u>	<u>(23,686)</u>	<u>(16,466)</u>	<u>(13,736)</u>	<u>(180,470)</u>

SCHEDULE 4.2(b)

NO CONFLICT OR VIOLATION

None

SCHEDULE 4.2(c)

CONSENTS

None

SCHEDULE 4.2(d)

ACTIONS

None

SCHEDULE 4.2(f)**Davis Offshore Partners' Ownership of Partnership Interest in Davis Offshore**

<u>ISSUER: DAVIS OFFSHORE L.P.</u>	
<u>PARTNER</u>	<u>PARTNERSHIP INTERESTS HELD</u>
DAVIS OFFSHORE PARTNERS LLC, general partner	1% General Partnership Interest
	<u>OTHER INTERESTS HELD</u>
DAVIS OFFSHORE PARTNERS LLC	0.75% ORRI - Talon West & South Prospects 1.00% ORRI - Roan Prospect

Note: See Schedules 2.1(a) and 4.1(m) for a more detailed description of the Talon West & South and Roan prospects.

SCHEDULE 4.2(h)

Davis Offshore Partners – Membership Interests

<u>ISSUER: DAVIS OFFSHORE PARTNERS LLC</u>	
<u>MEMBER</u>	<u>PERCENTAGE INTEREST HELD</u>
DAVIS PETROLEUM ACQUISITION CORP., managing member	100%

SCHEDULE 4.2(n)
FINANCIAL INFORMATION OF DAVIS OFFSHORE PARTNERS

Davis Offshore Partners, LLC
Davis Offshore, L.P.
Consolidated Balance Sheet

(\$ in thousands)

Ending Period:	May 31, 2014	June 30, 2014
ASSETS		
Current:		
Cash and cash equivalents	\$ (209)	\$ (217)
Accounts receivable, net	2,290	2,058
Intercompany	98,873	100,286
Other current assets	-	-
	<u>100,954</u>	<u>102,127</u>
Property, plant, and equipment:		
Oil and gas properties (full cost method)		
Proved properties	188,299	188,360
Unproved properties and properties under development, not being amortized	8,605	8,638
Other	209	209
Less: Accumulated depreciation, depletion, and amortization	(8,426)	(8,997)
Total property, plant, and equipment, net	<u>188,687</u>	<u>188,210</u>
Other assets	-	-
TOTAL ASSETS	<u>\$ 289,641</u>	<u>\$ 290,337</u>
LIABILITIES		
Current:		
Accounts payable and accrued expenses	\$ (739)	\$ (810)
Oil and gas revenues and royalties payable	(2,229)	(2,283)
	<u>(2,968)</u>	<u>(3,093)</u>
Long-term debt	-	-
Asset retirement obligations	(20,622)	(20,701)
Other liabilities	-	-
STOCKHOLDERS' EQUITY		
Common stock, par value \$0.01 per share	-	-
Paid-in capital	(93,020)	(93,024)
Retained earnings (accumulated deficit)	(170,600)	(170,640)
YTD Income (Loss)	(2,431)	(2,879)
Total Stockholders' Equity	<u>(266,051)</u>	<u>(266,543)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ (289,641)</u>	<u>\$ (290,337)</u>

Accounts Payable		
Trade Payables	47,562	Includes \$59,820 related to Clipper to be retained by DPAC
Accrued LOE	704,818	
Other Accrued Liabilities	57,375	Accrued bonus to be retained by DPAC
	<u>809,755</u>	
Accounts Receivable		
Joint Interest Receivable	24,073	(A)
Purchaser Receivable	(243,430)	(B)
Accrued Revenue Receivable	2,491,899	
A/R Clearing	138,107	
Cash Clearing	(354,632)	
	<u>2,056,017</u>	

(A) Joint Interest Receivable Aging	Balance	Current	1-30	31-60	61-90	Over 90
Energy Partners, LTD	16,416	-	-	-	-	16,416
Calypso Exploration	7,657	7,657	-	-	-	-
	<u>24,073</u>	<u>7,657</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>16,416</u>

(B) Purchaser Receivable	Balance	Current	1 Month Old	2 Months Old	3 Months Old	4+ Months Old
Transcontinental Gas Ppl. Cor	1,697	-	-	-	-	1,697
Williams Field Services	45	-	-	-	-	45
John Bellis	21,066	-	-	-	-	21,066
Ulog Exploration offshore Inc	(287,545)	(7,915)	(23,686)	(9,693)	2	(246,253)
Noble Energy Inc.	6,825	-	-	-	(7,742)	14,567
Nemo Gathering Company LLC	2,640	70	-	-	-	2,571
Manta Ray offshore Gathering	64,525	(1,177)	-	(6,773)	(6,046)	78,521
Enterprise Gas Processing LLC	311,418	-	-	-	-	311,418
Davis Offshore LP	(364,098)	-	-	-	-	(364,098)
Deep Gulf Energy LP	(3)	-	-	-	-	(3)
	<u>(243,430)</u>	<u>(9,022)</u>	<u>(23,686)</u>	<u>(16,466)</u>	<u>(13,786)</u>	<u>(180,470)</u>

SCHEDULE 4.2(p)
ABSENCE OF CERTAIN CHANGES

None

SCHEDULE 4.3(b)

NO CONFLICT OR VIOLATION

None

SCHEDULE 4.3(c)

CONSENTS

None

SCHEDULE 4.3(d)

ACTIONS

None

SCHEDULE 6.1
CONDUCT OF BUSINESS

None

SCHEDULE 6.11(a)**SEISMIC LICENSE TRANSFER**

1. Seismic Data Licensed pursuant to (i) the General Non-Exclusive License Agreement for the Use of Proprietary Marine 3D Geophysical Data Agreement dated effective December 15, 2003, by and between CGG Americas Inc., a predecessor in interest to CGG Services (U.S.) Inc. and Davis Offshore L.P., and (ii) the Master Geophysical Data-use License dated effective May 25, 2006 by and between Veritas Geophysical Corporation, now known as CGG Services (U.S.) Inc. and Davis Offshore, L.P. (together “the Licenses”), including all data, derivatives, related contracts, agreements, amendment and schedules thereunder, including but not necessarily limited to such data more fully described on the schedules referenced below. It is understood that the Licenses and the below-referenced data Schedules will be replaced by a new master license agreement between Fieldwood Energy LLC and CGG Services (U.S.) Inc. and a supplement thereto, in accordance with the Consent to Transfer letter agreement dated July 30, 2014 between Davis, CGG, and Fieldwood:

<u>Schedules and Supplement (subject to the Licenses)</u>	<u>Dated</u>
CGG-001	12/15/2003
CGG-002	2/11/2004
CGG-003	4/14/2004
CGG-004 (if any – not located)	
CGG-005	9/29/2004
CGG-006	12/7/2004
CGG-007	12/13/2005
CGG-008	12/16/2005
CGG-009	1/3/2006
CGG-010	5/9/2006
CGG-011	5/9/2006
CGG-012	5/9/2006
CGG-013	5/9/2006
CGG-014	5/9/2006
CGG-015	6/15/2006
CGG-016	9/1/2006
CGG-017	11/16/2006
CGG-018	2/7/2007
CGG-019	2/7/2007
CGG-020	4/9/2007
CGG-021	6/8/2007
CGG-022	4/21/2008
CGG-023	6/12/2008
CGG-024 (if any – not located)	
CGG-025	4/17/2009
CGG-026 (as amended)	4/26/2010
VMS-001	5/26/2006

2. The Seismic Data licensed by Davis Offshore, L.P. pursuant to that certain letter agreement dated March 15, 2012 between WesternGeco LLC and Davis Offshore, L.P. covering the E-Octopus (WAZ) III and E-Wave, covering 11 OCS blocks all as more particularly described therein and further confirmed via Supplement Agreements No: 1000067-3D-J1203046 and 1000067-3D-J1203047, both dated March 16, 2012, between WesternGeco LLC and Davis Offshore, originally licensed pursuant to that certain Master License Agreement for Multiclient Seismic Data dated effective May 7, 2010, by and between WesternGeco L.L.C. and Davis Offshore (the "Western Data License") but which shall be transferred to Fieldwood Energy LLC under the Fieldwood Energy LLC Master Agreement for Licensing of Multiclient Seismic Data with WesternGeco dated July 1, 2013. None of the other Seismic Data licensed by Davis Offshore pursuant to the Western Data License is being transferred by Buyer.